LAW OFFICES

9-341A901

Ross & Hardies

312-558-1000

RTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE CHICAGO, ILLINOIS 60601-7567 DEC 7 1989 - 10 05 AM

520 FIFTH AVENUE NEW YORK NEW YORK 10017-4608 212-949-7075

580 HOWARD AVENUE SOMERSET, NEW JERSEY 08875-6739 201-563-2700

202-296-8600

INTERSTATE COMMERCE COMMISSION 1989 - 10 (ASS SIXTEENTH STREET, N.W. WASHINGTON, D.C. 20006-4103 December 6, INTERSTAIR COMMERCE COMMISSION

VIA FEDERAL EXPRESS

TWX NUMBER

910-221-1154

TELECOPIER

312-750-8600

Ms. Noreta R. McGee Secretary Interstate Commerce Commission 12th Street and Constitution Avenue, N.W. Washington, D.C. 20423

16643

DEC 7 1989 -10 05 AM

INTERSTALE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one (1) original and six (6) photocopied conformed counterparts of each of the four documents described below.

The first document is a Bill of Sale (the "Bill of Sale") dated as December 5, 1989, between JIM Railcar Associates ("Seller"), and GWI Leasing Corporation ("Buyer").

The names and addresses of the parties to the Bill of Sale are:

> Seller JIM Railcar Associates 203 N. LaSalle Street Suite 1800 Chicago, IL 60601

Buyer GWI Leasing Corporation 71 Lewis Street Greenwich, CT 06830

A description of the railcars covered by the Bill of Sale is set forth in Exhibit A attached thereto.

A check for \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Bill of Sale.

Ms. Noreta R. McGee December 6, 1989 Page 2

The second document is a Bill of Sale (the "Bill of Sale"), dated as of February 23, 1989, between ITEL Railcar Corporation ("Seller"), and GWI Leasing Corporation ("Purchaser").

The names and addresses of the parties to the Bill of Sale are:

Seller ITEL Railcar Corporation 55 Francisco Street San Francisco, CA 94133

Buyer GWI Leasing Corporation 71 Lewis Street Greenwich, CT 06830

A description of the railcars covered by the Bill of Sale is set forth in Schedule 1 attached thereto.

A check for \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Bill of Sale.

The third document is a Bill of Sale (the "Bill of Sale"), dated as of April 1, 1989, between ITEL Railcar Corporation ("Seller"), and GWI Leasing Corporation ("Purchaser").

The names and addresses of the parties to the Bill of Sale are:

Seller ITEL Railcar Corporation 55 Francisco Street San Francisco, CA 94133

Buyer
GWI Leasing Corporation
71 Lewis Street
Greenwich, CT 06830

A description of the railcars covered by the Bill of Sale is set forth in Schedule 1 attached thereto.

Ms. Noreta R. McGee December 6, 1989 Page 3

A check for \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Bill of Sale.

The fourth document is a Bill of Sale (the "Bill of Sale"), dated as of April 1, 1989, between ITEL Railcar Corporation ("Seller"), and GWI Leasing Corporation ("Purchaser").

The names and addresses of the parties to the Bill of Sale are:

Seller ITEL Railcar Corporation 55 Francisco Street San Francisco, CA 94133

V

Buyer GWI Leasing Corporation 71 Lewis Street Greenwich, CT 06830

A description of the railcars covered by the Bill of Sale is set forth in Schedule 1 attached thereto.

A check for \$15.00 payable to the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Bill of Sale.

Kindly return the six photostatic copies of the four enclosed documents in the envelope provided to Kelley W. White, Esq., Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of each of the enclosed documents:

Primary Document. Bill of Sale, dated as of December 5, 1989, between JIM Railcar Associates, as Seller, and GWI Leasing Corporation as Buyer, covering fifty-six (56) 100-ton covered hopper railcars described in Exhibit A attached to the Bill of Sale.

Primary Document. Bill of Sale dated as
of February 23, 1989, between ITEL

Ms. Noreta R. McGee December 6, 1989 Page 4

Railcar Corporation, as Seller, and GWI Leasing Corporation, as Purchaser, covering twenty-eight (28) 100-ton covered hopper railcars described on Schedule 1 attached to the Bill of Sale.

Primary Document. Bill of Sale, dated as of April 1, 1989, between ITEL Railcar Corporation, as Seller, and GWI Leasing Corporation, as Purchaser, covering sixty-three (63) 100-ton covered hopper railcars described in Schedule 1 attached to the Bill of Sale.

Primary Document. Bill of Sale, dated as of April 1, 1989, between ITEL Railcar Corporation, as Seller, and GWI Leasing Corporation, as Purchaser, covering thirty-five (35) 100-ton covered hopper railcars described in Schedule 1 attached to the Bill of Sale.

Please call me at the above telephone number in Chicago if you have any questions.

Very truly yours,

Kelley $^{\prime}$ W. White

KWW/gh

Enclosures

cc: Steven Ordaz
T. Stephen Dyer
Robert W. Kleinman

DEC 7 1989 -10 05 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS THAT, in San Francisco, California, in consideration of the payment of \$10 (ten dollars) and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ITEL RAILCAR CORPORATION ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to GWI LEASING CORPORATION ("Purchaser"), its successors and assigns forever, all right, title and interest of Seller in and to all of the railcars identified on Schedule 1 hereto (the "Cars"), together with all additions, parts, fittings, appurtenances, equipment, accessories, attachments, fixtures, and accessions installed thereon or attached thereto, and all records, files, drawings and specifications pertaining thereto, TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns forever.

Seller does hereby assign, grant, bargain, sell, convey, transfer and deliver to Purchaser, its successors and assigns forever, all right, title, interest, powers and privileges of Seller in and to such warranties, claims, causes of action, rights or indemnity and other rights, if any, as currently exist or will exist against third parties with respect to the Cars, to the extent that such rights are assignable.

PURCHASER ACKNOWLEDGES THAT IT IS PURCHASING THE CARS "AS IS, WHERE IS", "WITH ALL FAULTS", AND IN RELIANCE SOLELY ON ITS OWN JUDGEMENT MAKES NO REPRESENTATIONS OR WARRANTIES WHATSOEVER AS TO THE CARS, EITHER EXPRESS OR IMPLIED. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING. SELLER EXPRESSLY DISCLAIMS ANY IMPLIED WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE.

PURCHASER AGREES THAT SELLER SHALL HAVE NO LIABILITY WHATSOEVER FOR CONSEQUENTIAL OR INDIRECT DAMAGES

IN WITNESS WHEREOF, Seller has executed this instrument on this 1st day of April, 198 9 ___.

ITEL RAILCAR CORPORATION

By: Kokert Killell Title: Vice President and Treasure

SCHEDULE 1

IDENTIFICATION OF CARS

USLX 600 USLX 601 USLX 602 USLX 607 USLX 609 USLX 611 USLX 612 USLX 615 USLX 616 USLX 618 USLX 702 USLX 621 USLX 623 USLX 623 USLX 624 USLX 631 USLX 631 USLX 631 USLX 634 USLX 634 USLX 636 USLX 636 USLX 636 USLX 637 USLX 639 USLX 639 USLX 709 USLX 640 USLX 640 USLX 640 USLX 640 USLX 645 USLX 646 USLX 647 USLX 649 USLX 649 USLX 728 USLX 728 USLX 640 USLX 653 USLX 726 USLX 640 USLX 647 USLX 649 USLX 726 USLX 736 USLX 736 USLX 653 USLX 736 USLX 646 USLX 657 USLX 660 USLX 736 USLX 736 USLX 736 USLX 736 USLX 736 USLX 661 USLX 738 USLX 736 USLX 738 USLX 736 USLX 662 USLX 663 USLX 739 USLX 736 USLX 665 USLX 667	Reporting Mark	Type and Approximate Dimensions
USLX 601 USLX 602 USLX 607 USLX 609 USLX 611 USLX 673 USLX 676 USLX 615 USLX 679 USLX 615 USLX 616 USLX 618 USLX 700 USLX 621 USLX 702 USLX 623 USLX 704 USLX 624 USLX 705 USLX 627 USLX 631 USLX 708 USLX 708 USLX 709 USLX 633 USLX 709 USLX 634 USLX 709 USLX 635 USLX 637 USLX 636 USLX 716 USLX 637 USLX 639 USLX 716 USLX 640 USLX 640 USLX 640 USLX 645 USLX 645 USLX 646 USLX 647 USLX 648 USLX 726 USLX 649 USLX 726 USLX 649 USLX 728 USLX 730 USLX 730 USLX 730 USLX 657 USLX 661 USLX 736 USLX 736 USLX 737 USLX 663 USLX 736 USLX 738 USLX 739 USLX 739 USLX 739 USLX 661 USLX 662 USLX 663 USLX 739 USLX 664 USLX 665 USLX 666 USLX 667 USLX 667	USLX 600	Sixty-three (63), 3560 cubic foot
USLX 602 USLX 607 USLX 609 USLX 611 USLX 612 USLX 676 USLX 615 USLX 616 USLX 618 USLX 700 USLX 621 USLX 702 USLX 621 USLX 702 USLX 623 USLX 704 USLX 705 USLX 627 USLX 631 USLX 705 USLX 631 USLX 709 USLX 631 USLX 709 USLX 633 USLX 714 USLX 634 USLX 705 USLX 635 USLX 716 USLX 637 USLX 639 USLX 716 USLX 639 USLX 721 USLX 640 USLX 721 USLX 640 USLX 645 USLX 645 USLX 646 USLX 647 USLX 648 USLX 725 USLX 649 USLX 726 USLX 728 USLX 728 USLX 657 USLX 657 USLX 660 USLX 736 USLX 7378 USLX 736 USLX 7378 USLX 661 USLX 739 USLX 739 USLX 739 USLX 662 USLX 667 USLX 667	USLX 601	
USLX 609 USLX 611 USLX 612 USLX 676 USLX 615 USLX 616 USLX 618 USLX 700 USLX 700 USLX 621 USLX 703 USLX 703 USLX 623 USLX 704 USLX 624 USLX 705 USLX 631 USLX 709 USLX 631 USLX 709 USLX 633 USLX 714 USLX 634 USLX 715 USLX 636 USLX 715 USLX 637 USLX 639 USLX 716 USLX 639 USLX 721 USLX 640 USLX 641 USLX 645 USLX 645 USLX 646 USLX 647 USLX 648 USLX 726 USLX 649 USLX 726 USLX 653 USLX 730 USLX 655 USLX 657 USLX 666 USLX 736 USLX 736 USLX 736 USLX 738 USLX 739 USLX 661 USLX 739 USLX 739 USLX 662 USLX 739 USLX 663 USLX 739 USLX 664 USLX 665 USLX 739 USLX 665 USLX 739 USLX 666 USLX 739 USLX 667 USLX 667 USLX 667 USLX 667 USLX 667	USLX 602	••
USLX 611 USLX 612 USLX 615 USLX 615 USLX 616 USLX 616 USLX 618 USLX 700 USLX 702 USLX 621 USLX 702 USLX 623 USLX 704 USLX 705 USLX 627 USLX 627 USLX 631 USLX 709 USLX 633 USLX 709 USLX 634 USLX 709 USLX 634 USLX 709 USLX 637 USLX 636 USLX 714 USLX 637 USLX 637 USLX 640 USLX 721 USLX 645 USLX 645 USLX 645 USLX 645 USLX 646 USLX 646 USLX 655 USLX 657 USLX 657 USLX 661 USLX 736 USLX 736 USLX 736 USLX 738 USLX 738 USLX 662 USLX 738 USLX 739 USLX 739 USLX 663 USLX 739 USLX 739 USLX 664 USLX 739 USLX 739 USLX 665 USLX 667 USLX 666 USLX 739 USLX 739 USLX 661 USLX 662 USLX 667 USLX 666	USLX 607	
USLX 612 USLX 615 USLX 616 USLX 616 USLX 618 USLX 700 USLX 702 USLX 621 USLX 702 USLX 623 USLX 704 USLX 624 USLX 705 USLX 627 USLX 631 USLX 709 USLX 631 USLX 709 USLX 633 USLX 714 USLX 709 USLX 634 USLX 715 USLX 636 USLX 716 USLX 637 USLX 639 USLX 716 USLX 639 USLX 721 USLX 640 USLX 721 USLX 641 USLX 722 USLX 645 USLX 645 USLX 725 USLX 646 USLX 647 USLX 648 USLX 728 USLX 728 USLX 649 USLX 728 USLX 728 USLX 655 USLX 655 USLX 657 USLX 660 USLX 736 USLX 738 USLX 738 USLX 662 USLX 663 USLX 664 USLX 665 USLX 666 USLX 667 USLX 666 USLX 667 USLX 667 USLX 667 USLX 667	USLX 609	
USLX 615 USLX 616 USLX 618 USLX 700 USLX 702 USLX 621 USLX 623 USLX 703 USLX 624 USLX 705 USLX 627 USLX 631 USLX 709 USLX 631 USLX 709 USLX 633 USLX 709 USLX 634 USLX 714 USLX 634 USLX 715 USLX 635 USLX 637 USLX 637 USLX 639 USLX 716 USLX 719 USLX 639 USLX 719 USLX 721 USLX 640 USLX 722 USLX 641 USLX 725 USLX 645 USLX 645 USLX 725 USLX 646 USLX 647 USLX 726 USLX 648 USLX 730 USLX 730 USLX 655 USLX 655 USLX 657 USLX 661 USLX 736 USLX 738 USLX 662 USLX 738 USLX 662 USLX 663 USLX 664 USLX 665 USLX 666 USLX 667 USLX 666 USLX 667 USLX 666		USLX 673
USLX 616 USLX 618 USLX 700 USLX 621 USLX 703 USLX 623 USLX 704 USLX 705 USLX 624 USLX 705 USLX 627 USLX 631 USLX 708 USLX 709 USLX 633 USLX 714 USLX 715 USLX 634 USLX 715 USLX 636 USLX 716 USLX 637 USLX 639 USLX 719 USLX 639 USLX 721 USLX 640 USLX 721 USLX 641 USLX 722 USLX 645 USLX 645 USLX 725 USLX 646 USLX 647 USLX 726 USLX 726 USLX 730 USLX 730 USLX 730 USLX 657 USLX 657 USLX 661 USLX 738 USLX 738 USLX 662 USLX 663 USLX 664 USLX 665 USLX 664 USLX 665 USLX 667	USLX 612	USLX 676
USLX 618 USLX 700 USLX 702 USLX 621 USLX 623 USLX 704 USLX 705 USLX 624 USLX 705 USLX 627 USLX 631 USLX 709 USLX 633 USLX 714 USLX 709 USLX 634 USLX 715 USLX 636 USLX 716 USLX 637 USLX 639 USLX 719 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 645 USLX 645 USLX 725 USLX 646 USLX 647 USLX 648 USLX 728 USLX 649 USLX 728 USLX 653 USLX 730 USLX 730 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 662 USLX 662 USLX 663 USLX 664 USLX 665 USLX 666 USLX 667	USLX 615	USLX 679
USLX 702 USLX 621 USLX 703 USLX 704 USLX 624 USLX 705 USLX 627 USLX 631 USLX 708 USLX 708 USLX 709 USLX 633 USLX 714 USLX 634 USLX 715 USLX 636 USLX 715 USLX 637 USLX 639 USLX 719 USLX 639 USLX 721 USLX 640 USLX 721 USLX 641 USLX 722 USLX 645 USLX 645 USLX 725 USLX 646 USLX 647 USLX 726 USLX 648 USLX 726 USLX 649 USLX 730 USLX 730 USLX 730 USLX 653 USLX 734 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 662 USLX 662 USLX 663 USLX 664 USLX 665 USLX 666 USLX 667 USLX 667 USLX 667 USLX 667 USLX 667	USLX 616	
USLX 621 USLX 623 USLX 704 USLX 624 USLX 627 USLX 627 USLX 631 USLX 709 USLX 633 USLX 709 USLX 634 USLX 714 USLX 636 USLX 715 USLX 637 USLX 639 USLX 719 USLX 639 USLX 721 USLX 640 USLX 722 USLX 641 USLX 722 USLX 645 USLX 645 USLX 645 USLX 645 USLX 646 USLX 647 USLX 649 USLX 649 USLX 649 USLX 653 USLX 728 USLX 655 USLX 657 USLX 660 USLX 736 USLX 736 USLX 738 USLX 661 USLX 662 USLX 664 USLX 665 USLX 665 USLX 666 USLX 667 USLX 667 USLX 667	USLX 618	USLX 700
USLX 623 USLX 624 USLX 705 USLX 627 USLX 631 USLX 708 USLX 709 USLX 633 USLX 714 USLX 715 USLX 636 USLX 715 USLX 637 USLX 639 USLX 719 USLX 640 USLX 721 USLX 641 USLX 645 USLX 645 USLX 645 USLX 646 USLX 647 USLX 649 USLX 728 USLX 649 USLX 728 USLX 655 USLX 657 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 739 USLX 662 USLX 664 USLX 665 USLX 666 USLX 667 USLX 667 USLX 667		USLX 702
USLX 624 USLX 627 USLX 627 USLX 631 USLX 709 USLX 709 USLX 633 USLX 714 USLX 715 USLX 634 USLX 715 USLX 637 USLX 639 USLX 719 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 645 USLX 646 USLX 647 USLX 647 USLX 648 USLX 728 USLX 728 USLX 653 USLX 730 USLX 730 USLX 730 USLX 735 USLX 657 USLX 660 USLX 736 USLX 739 USLX 662 USLX 663 USLX 664 USLX 665 USLX 667 USLX 667 USLX 667 USLX 667	USLX 621	USLX 703
USLX 627 USLX 631 USLX 708 USLX 709 USLX 633 USLX 714 USLX 634 USLX 715 USLX 636 USLX 716 USLX 637 USLX 639 USLX 721 USLX 640 USLX 721 USLX 641 USLX 722 USLX 645 USLX 645 USLX 725 USLX 646 USLX 647 USLX 726 USLX 649 USLX 728 USLX 639 USLX 730 USLX 730 USLX 653 USLX 734 USLX 655 USLX 655 USLX 655 USLX 660 USLX 736 USLX 738 USLX 661 USLX 62 USLX 662 USLX 663 USLX 667 USLX 667 USLX 667 USLX 667	USLX 623	USLX 704
USLX 631 USLX 708 USLX 709 USLX 634 USLX 714 USLX 636 USLX 715 USLX 637 USLX 639 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 645 USLX 725 USLX 646 USLX 647 USLX 726 USLX 728 USLX 649 USLX 730 USLX 730 USLX 653 USLX 734 USLX 655 USLX 657 USLX 660 USLX 736 USLX 738 USLX 661 USLX 739 USLX 662 USLX 664 USLX 667 USLX 667 USLX 667	USLX 624	USLX 705
USLX 633 USLX 714 USLX 634 USLX 715 USLX 636 USLX 716 USLX 637 USLX 639 USLX 721 USLX 640 USLX 721 USLX 641 USLX 722 USLX 645 USLX 725 USLX 646 USLX 647 USLX 647 USLX 728 USLX 728 USLX 729 USLX 729 USLX 720 USLX 720 USLX 721 USLX 721 USLX 721 USLX 722 USLX 724 USLX 725 USLX 725 USLX 725 USLX 726 USLX 726 USLX 728 USLX 730 USLX 730 USLX 730 USLX 734 USLX 735 USLX 657 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 662 USLX 663 USLX 739 USLX 664 USLX 667 USLX 667	USLX 627	
USLX 633 USLX 714 USLX 634 USLX 715 USLX 636 USLX 716 USLX 716 USLX 637 USLX 639 USLX 721 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 724 USLX 645 USLX 725 USLX 646 USLX 647 USLX 728 USLX 728 USLX 730 USLX 730 USLX 731 USLX 735 USLX 653 USLX 735 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667 USLX 667	USLX 631	USLX 708
USLX 634 USLX 636 USLX 716 USLX 637 USLX 639 USLX 719 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 725 USLX 646 USLX 647 USLX 726 USLX 728 USLX 728 USLX 728 USLX 730 USLX 730 USLX 730 USLX 735 USLX 735 USLX 736 USLX 736 USLX 738 USLX 739 USLX 661 USLX 739 USLX 663 USLX 663 USLX 664 USLX 667 USLX 667 USLX 667		USLX 709
USLX 636 USLX 637 USLX 639 USLX 719 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 725 USLX 646 USLX 646 USLX 647 USLX 726 USLX 728 USLX 728 USLX 728 USLX 730 USLX 730 USLX 730 USLX 730 USLX 734 USLX 735 USLX 655 USLX 735 USLX 736 USLX 738 USLX 738 USLX 661 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667 USLX 667	USLX 633	USLX 714
USLX 637 USLX 639 USLX 719 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 725 USLX 645 USLX 646 USLX 647 USLX 726 USLX 728 USLX 728 USLX 730 USLX 730 USLX 731 USLX 653 USLX 734 USLX 735 USLX 655 USLX 736 USLX 738 USLX 660 USLX 738 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667 USLX 667 USLX 667	USLX 634	USLX 715
USLX 639 USLX 719 USLX 721 USLX 640 USLX 722 USLX 641 USLX 724 USLX 725 USLX 645 USLX 725 USLX 726 USLX 728 USLX 728 USLX 728 USLX 730 USLX 730 USLX 731 USLX 735 USLX 655 USLX 735 USLX 657 USLX 660 USLX 738 USLX 738 USLX 739 USLX 661 USLX 739 USLX 662 USLX 664 USLX 667 USLX 667	USLX 636	USLX 716
USLX 640 USLX 721 USLX 641 USLX 724 USLX 645 USLX 725 USLX 646 USLX 647 USLX 726 USLX 728 USLX 728 USLX 730 USLX 730 USLX 731 USLX 735 USLX 653 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 661 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667	USLX 637	
USLX 640 USLX 722 USLX 641 USLX 724 USLX 645 USLX 725 USLX 646 USLX 647 USLX 726 USLX 728 USLX 728 USLX 728 USLX 730 USLX 730 USLX 734 USLX 734 USLX 655 USLX 735 USLX 735 USLX 735 USLX 736 USLX 738 USLX 738 USLX 739 USLX 661 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667	USLX 639	USLX 719
USLX 641 USLX 724 USLX 645 USLX 725 USLX 646 USLX 726 USLX 728 USLX 728 USLX 730 USLX 730 USLX 734 USLX 735 USLX 655 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 662 USLX 739 USLX 663 USLX 664 USLX 667 USLX 667		USLX 721
USLX 645 USLX 646 USLX 647 USLX 726 USLX 728 USLX 728 USLX 730 USLX 730 USLX 734 USLX 735 USLX 655 USLX 735 USLX 735 USLX 667 USLX 736 USLX 738 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667	USLX 640	USLX 722
USLX 646 USLX 647 USLX 726 USLX 728 USLX 730 USLX 734 USLX 734 USLX 735 USLX 735 USLX 735 USLX 736 USLX 738 USLX 738 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667	USLX 641	USLX 724
USLX 647 USLX 726 USLX 728 USLX 730 USLX 734 USLX 735 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667	USLX 645	USLX 725
USLX 728 USLX 649 USLX 730 USLX 734 USLX 734 USLX 735 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 662 USLX 663 USLX 663 USLX 664 USLX 667 USLX 667	USLX 646	
USLX 649 USLX 730 USLX 734 USLX 735 USLX 735 USLX 736 USLX 738 USLX 738 USLX 739 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667	USLX 647	USLX 726
USLX 653 USLX 734 USLX 655 USLX 735 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 667		USLX 728
USLX 655 USLX 657 USLX 660 USLX 736 USLX 738 USLX 739 USLX 739 USLX 662 USLX 663 USLX 663 USLX 664 USLX 667 USLX 667	USLX 649	USLX 730
USLX 660 USLX 736 USLX 738 USLX 661 USLX 739 USLX 662 USLX 663 USLX 663 USLX 664 USLX 667 USLX 671	USLX 653	USLX 734
USLX 660 USLX 736 USLX 738 USLX 661 USLX 739 USLX 662 USLX 663 USLX 663 USLX 664 USLX 667 USLX 671		
USLX 738 USLX 661 USLX 739 USLX 662 USLX 663 USLX 663 USLX 664 USLX 667 USLX 667		
USLX 738 USLX 661 USLX 739 USLX 662 USLX 663 USLX 663 USLX 664 USLX 667 USLX 667	USLX 660	USLX 736
USLX 661 USLX 739 USLX 662 USLX 663 USLX 664 USLX 667 USLX 671		
USLX 662 USLX 663 USLX 664 USLX 667 USLX 671	USLX 661	
USLX 663 TOTAL: 63 Cars USLX 664 USLX 667 USLX 671		
USLX 664 USLX 667 USLX 671		TOTAL: 63 Cars
USLX 667 USLX 671		
USLX 672	USLX 671	
	USLX 672	

STATE OF CALIFORNIA)
) ss
COUNTY OF SAN FRANCISCO)

On this /4th day of _______, 1989, before me personally appeared Robert Kiehnle, to me personally known, who being by me duly sworn says that such person is Vice President and Treasurer of Itel Railcar Corporation, that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

OFFICIAL SEAL
SHARON L VAN FOSSAN
NOTARY PUBLIC - CALIFORNIA

My comm expires / 'G 16, 1091